

[REDACTED]

From: [REDACTED]
Sent: [REDACTED]
To: [REDACTED]
Subject: FW: Conditional Offer for Mortgage Finance - Tribeca Manhattan Tower
Attachments: Letter AF 291123.pdf; Invoice 071123.pdf; Deed of Agreement related to Funds Arrangement Fee Tribeca231023 (1).pdf

From: [REDACTED]
Sent: [REDACTED]
To: [REDACTED]
Subject: FW: Conditional Offer for Mortgage Finance - Tribeca Manhattan Tower

From: Ranjit Thambyrajah <ranjit@acuityfunding.com>
Sent: Wednesday, November 29, 2023 2:49 AM
To: B J Roe <bj@roecorp.com>; Sungwoo Park <park@northamericandevelopers.com>
Cc: 0113044814 <0113044814@paran.com>; Christine Stephens <christine@acuityfunding.com>; Viet Anh Nguyen <vietanh@acuityfunding.com>; HwangGi Sun <painkill@icloud.com>; Jenny Pham <jenny@acuityfunding.com>
Subject: Re: Conditional Offer for Mortgage Finance - Tribeca Manhattan Tower

Dear Mr Roe & Mr Park,

Please find a letter attached relating to the Tribeca Manhattan Tower and the current outstanding matters relating to it. I have attached:

1. Letter marked Letter AF291123
2. Acuity invoice needing immediate payment, and
3. Deed of Agreement related to Funds Arrangement Fee Tribeca 231023 for execution should you wish to do so and pay the USD 450,000.

Please note that there will be no further time granted for Mr. Roe to sort out his personal matters.

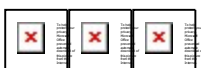
I hope we are able to move forward with the funding and the project together.

Best regards,

Ranjit Thambyrajah
Managing Director

Acuity Funding

PO Box 536 Pennant Hills NSW 1715 | P 02 9484 0609 | www.acuityfunding.com



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On Wed, 25 Oct 2023 at 13:32, Viet Anh Nguyen <vietanh@acuityfunding.com> wrote:

Dear Mr Park & Mr Roe,

Please find attached Letter of Conditional Offer for Mortgage Finance from our lender.

We have brought the hard copies ready to sign between 29-31/10 in New York.

There will be a commission deed reflecting the fee will be sent shortly.

Looking forward to meeting your team in New York soon.

Best regards

Viet Anh Nguyen

On Sat, 14 Oct 2023 at 10:27 Sungwoo Park <park@northamericandevs.com> wrote:

Your welcome.

Thank you, all.

Sent from my Galaxy

----- Original message -----

From: Viet Anh Nguyen <vietanh@acuityfunding.com>

Date: 10/13/23 11:26 PM (GMT-05:00)

To: Sungwoo Park <park@northamericandevs.com>

Cc: 0113044814 <0113044814@paran.com>, B J Roe <bj@roecorp.com>, Christine Stephens

<christine@acuityfunding.com>, HwangGi Sun <painkill@icloud.com>, Ranjit Thambyrajah

<ranjit@acuityfunding.com>

Subject: Re: Loan Term Sheet & Cost Agreement - Tribeca Manhattan Tower - Construction Funding

Hi Mr Park



A NON SUPERVISED ENTITY OF

Swift

Berhero Pty Limited

A.C.N 060 065 821

SWIFT Code: **BPYYAU2S**

Suite 4, Level 10, 423 Pennant Hills Road

Pennant Hills NSW 2120 Australia

T: +61 2 9484 0609

E: contacts@acuityfunding.com

W: www.acuityfunding.com

29 November 2023

Mr Buhm Jung Roe,
President

The Roe Corporation

DOS ID: 2859163

267 Broadway, 2nd Floor, New York, NY, United States, 10007

267 Partners, LLC,

DOS ID: 5606747

267 Broadway, 2nd Floor, New York, NY, United States, 10007

Re: Tribeca Manhattan Super Luxury Condo Project – New York

Dear Mr Roe,

Following on from our letter to you of the 7th of November, we received multiple written and verbal requests for extensions of time for you to sort out the current stalemate between your shareholders, directors and stakeholders in the project that were preventing you from moving forward on the project.

It is now the 29th of November and we do not see any progress despite being told a number of times that it will only take a few days more. It is regrettable you continue to have disharmony within your stakeholders.

We are unable to extend any further time for you to reach some kind of consensus between yourselves as how to move forward with the project, working to reinstate the recently lapsed loan offer and deal with our outstanding fees. We will give you till close 5pm of Friday 1st of December 2023, New York time to confirm that you are proceeding by:

1. Signing the lapsed loan offer with a written request for an extension of time to enable your signature to be accepted,
2. Paying the USD450,000 into the nominated bank account mentioned in the loan offer, and
3. Signing the Deed of Agreement related to Funds Arrangement Fee Tribeca231023 or make full payment of Acuity's fees and transfer of the shares now due to Berhero Pty Limited, attached to the email again for convenience.
4. Providing signed and witnessed copies of all three items to myself on ranjit@acuityfunding.com and to Mr. Viet Anh on vietanh@acuityfunding.com
5. All originals to be couriered to my office by DHL on the same day.

Should you choose to not proceed, please make immediate payment of the attached invoice. If this does not happen by Monday the 4th of December 2023, then an immediate default will occur on this file that will not be able to be rectifiable with Acuity or its lender and investors moving forward.

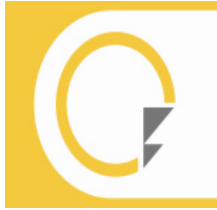
Acuity will issue a Letter of Demand against all relevant parties, including those that are obstructing the fulfilment of this funding process personally, where relevant, and move the file to collections. There will be no further grace period entertained.

Fees due to Acuity Funding will accrue interest at 2% per month from the date of invoice (7 November 2023) until paid.

Yours Faithfully

A handwritten signature in blue ink, appearing to read 'R. Thambyrajah', with a long horizontal flourish extending to the right.

Ranjit Thambyrajah
Managing Director



Berhero Pty Ltd Tas Acuity Funding

ABN: 32 060 065 821

Ph: 02 9484 0609

PO BOX 536 Pennant Hills NSW 1715
Suite 4, Lev 10, 423 Pennant Hills Road,
Pennant Hills, NSW 2120

Tax Invoice

Mr Buhm Jung Roe,
President
The Roe Corporation &
267 Partners, LLC
267 Broadway, 2nd Floor, New York, NY,
United States, 10007

Invoice #: AF002837
Date: 07/11/2023
Page: 1
Due: Now

Details	Total
<p>Fund Arrangement Fees for Conditional Letter of Offer for Mortgage Finance for USD280,000,000 dated 20 October 2023 as per Loan Term Sheet & Costs Agreement dated 24 September 2023.</p> <p>Amount due is net of VAT/GST/etc and if these are required they will be additional to the amount due.</p> <p>PLUS</p> <p>Transfer of 50% of all types of share of the project holding entity and any Project Company/ Project Management entities that might be set up in the future for the developments to a nominated entity by Berhero Pty Ltd trading as Acuity Funding. These shares are to be net of all liabilities.</p> <p>Due and payable now</p>	USD11,200,000
GST (collected):	nil
Balance Due:	USD11,200,000

By direct transfer to

Bank Name: National Australian Bank

Account Name: Berhero Pty Ltd T/A Acuity Funding

BSB: 082-039

Account No: BERACUSD01

SWIFT Code: NATAAU3303M

Currency: USD

Bank Address: 500 Bourke Street, Melbourne,

Victoria 3000, Australia

Invoice# AF002837 | Amount Due: **USD11,200,000**

23 October 2023

Mr Buhm Jung Roe, President
The Roe Corporation
DOS ID: 2859163
267 Partners, LLC,
DOS ID: 5606747
267 Broadway, 2nd Floor, New York, NY, United States, 10007

Mr. Bal Lankan
Chairman
Global Wise Investments Pte Ltd
10 Anson Rd, #10-11
2120 International Plaza
079903 Singapore

Mr. Ranjit Thambyrajah
Acuity Funding
Suite 4, Level 10, 423 Pennant Hills Rd
Pennant Hills NSW
Australia

Deed of Agreement

Dear Sirs,

RE: The fee to be paid to Berhero Pty Limited trading as Acuity Funding ABN 32 060 065 821 (or nominee) by The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe for organising the Conditional Letter of Offer for Mortgage Finance for approximately USD280,000,000 issued by Global Wise Investments Pte Ltd dated 20 October 2023.

We, The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe, hereby irrevocably authorise Global Wise Investments Pte Ltd to deduct and pay a Fund Arrangement Fee at first drawdown (or as otherwise directed by Acuity Funding) of USD11,200,000 for and on behalf of Acuity Funding. We now owe this fee jointly and severally, to Acuity Funding, for the work done by Acuity Funding to secure the above Conditional Letter of Offer dated 20 October 2023 as outlined in Acuity Funding Loan Term Sheet and Costs Agreement dated 24 September 2023.

We, The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe, acknowledge that an establishment fee of USD2,800,000 is also to be collected by Acuity Funding on behalf of Global Wise Investments Pte Ltd.

We, The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe, acknowledge that the current outstanding Fund Arrangement Fee that is now due and payable totals USD11,200,000 as outlined in Acuity Funding Loan Term Sheet and Costs Agreement dated 24 September 2023.

We, The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe, acknowledge and accept the terms and conditions precedent contained in the Conditional Letter of Offer for Mortgage Finance for approximately USD280,000,000 issued by Global Wise Investments Pte Ltd dated 20 October 2023.

We, The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe, acknowledge that if there exist any differences in the terms, conditions or nature of the funding between the Conditional Letter of Offer for Mortgage Finance for approximately USD280,000,000 issued by Global Wise Investments Pte Ltd dated 20 October 2023 and the Acuity Funding Loan Term Sheet and Costs Agreement dated 24 September 2023 that these are acceptable to us and both documents remain valid and enforceable.

We, The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe also agree to transfer a 50% shareholding of all types of share of the project holding entity (267 Partners, LLC, DOS ID: 5606747) and any Project Company/ Project Management entities that might be set up now or in the future for the development to Berhero Pty Ltd trading as Acuity Funding (or its nominee) immediately upon the release of the funds in the Escrow Account

We, The Roe Corporation (DOS ID: 2859163), 267 Partners, LLC, (DOS ID: 5606747) and Mr Buhm Jung Roe also agree to Berhero Pty Limited trading as Acuity Funding being appointed as Project Auditors at a cost to the client of 3% plus VAT/GST/etc of all costs, including land at USD 70 million.

Laws of Singapore will apply to this document and any dispute about this document will be determined in Courts of Singapore.

EXECUTED AS A DEED

SIGNED SEALED AND DELIVERED by)
BERHERO PTY LIMITED TRADING AS)
ACUITY FUNDING ABN 32 060 065 821 by its)
authorised officer

Managing Director

Mr. Ranjit Thambyrajah
Name (print)

Date:

SIGNED SEALED AND DELIVERED by 267
Partners, LLC, (DOS ID: 5606747) by its authorised officer

Position:

Name (print)

Date: _____

SIGNED SEALED AND DELIVERED by The
Roe Corporation (DOS ID: 2859163) by its
authorised officer

Position:

Name (print)

Date: _____

SIGNED SEALED AND DELIVERED by

Mr Buhm Jung Roe

Name (print)

Date: _____